

LAW OFFICES OF
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TELEPHONE 919-828-0564 FACSIMILE 919-834-4564

LAYTH S. ELHASSANI
ASSOCIATE

February 29, 2000

DIRECT DIAL
(919) 890-4176
INTERNET
LSE@PPAB.com

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

00-00173

RE: Application of Broadplex LLC for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Exchange Access Telecommunications Services Within Tennessee

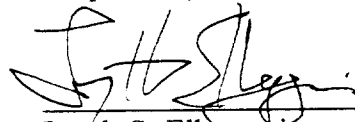
Dear Mr. Waddell:

Broadplex LLC ("Broadplex" or "Applicant") hereby submits the enclosed Application, seeking authority to operate as a reseller and facilities-based provider of switched local exchange and exchange access services within the State of Tennessee. An original and thirteen (13) copies are provided. Please date-stamp one copy and return it in the postage paid envelope provided to the undersigned.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on all interested parties.

Should there be any questions or additional information required, please do not hesitate to contact me at (919) 890-4176. Thank you.

Respectfully Submitted,



Layth S. Elhassani
Attorney for Broadplex LLC

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of
Broadplex LLC

For a Certificate of Convenience and Necessity
to Provide Facilities-Based and Resold
Local Exchange and Exchange Access
Telecommunications Services Within
Tennessee

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TRA Docket No. 00-00173

I. INTRODUCTION

Pursuant to T.C.A. § 65-4-201 *et seq*; the Rules and Regulations of the Tennessee Regulatory Authority and the Federal Telecommunications Act of 1996 ("Act"), Broadplex LLC ("Broadplex" or "Applicant"), by its undersigned counsel, respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Broadplex the authority to provide resold and facilities-based local exchange and exchange access services throughout the State of Tennessee. Granting Broadplex's application will promote the public interest because Broadplex will increase competition in the market, and offer technologically advanced services to customers in the state. Therefore, Broadplex requests that the TRA grant Broadplex statewide authority to operate as a competing telecommunications service provider. Broadplex will comply with all applicable rules and regulations in Tennessee pertaining to the provision of these services.

In support of this Application, Broadplex provides the following information:

II DESCRIPTION OF THE APPLICANT

1 Name, Address and Telephone Number of Applicant:

Broadplex LLC
130 Mine Lake Ct., Suite 100
Raleigh, NC 27615
Telephone: (919) 676-0240

2 Correspondence concerning this Application should be directed to:

Henry C. Campen, Jr., Esq.
Layth S. Elhassani, Esq.
Parker, Poe, Adams & Bernstein
First Union Capitol Center
150 Fayetteville Street Mall, Suite 1400
Raleigh, North Carolina 27602
Tel: (919) 890-4176
Fax: (919) 834-4564
E-mail: lse@parkerpoe.com

3 Questions concerning the ongoing operations and regulatory matters of Broadplex following certification should be directed to:

Michael Ball
President
Broadplex LLC
130 Mine Lake Ct., Suite 100
Raleigh, North Carolina 27615
Tel: (919) 676-0240

4 Broadplex is a limited liability company organized under the laws of North Carolina. A copy of Broadplex's Articles of Organization and Certificate of Existence are attached hereto at **Exhibit A**. Broadplex has applied for Authorization to Transact Business in Tennessee, and Broadplex will submit the Authorization to the TRA once it is issued.

5 Repair and Maintenance Information: Broadplex understands the importance of effective customer service for local service consumers. Broadplex has made arrangements for its

customers to call the company at its toll free customer service number, 1-888-225-6005. The toll free number will be printed on the customer's monthly billing statements. The person in charge of customer services, who will handle customer complaints, is Anne Hill. Ms. Hill's contact information is:

Anne Hill
Customer Service Manager
Broadplex LLC
130 Mine Lake Ct., Suite 100
Raleigh, North Carolina 27615

6. Operations in Other States: As a new company, Broadplex is not yet authorized to provide telecommunications services in any state. However, Broadplex has applications for certification pending in North Carolina, and being filed contemporaneously in South Carolina, Virginia and Georgia. Furthermore, Broadplex has never been denied certification in any jurisdiction, nor has it been subject to any formal complaint proceedings.

III. QUALIFICATIONS

Broadplex possesses the financial, technical, and managerial ability to provide facilities-based local exchange and exchange access services in the State of Tennessee, as demonstrated below.

1. Applicant's Financial Ability: Broadplex is financially qualified to provide facilities-based and resold local exchange and exchange access telecommunications services in Tennessee. Attached as **Exhibit B** is financial information which demonstrates that Broadplex possesses the sound financial support necessary to competently and effectively provide the services for which authority is sought by this Application. None of the amounts on the financial statements contained in **Exhibit B** or in any projected budgets or financial statements are related

to reciprocal compensation for terminating IS traffic.

2. Technical Qualifications: Broadplex is technically qualified to provide local exchange and exchange access telecommunications services in the State of Tennessee. Broadplex will file and maintain tariffs in the manner prescribed by the TRA and will meet the minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA.

3. Managerial Ability: Broadplex possesses the managerial qualifications to provide its proposed facilities-based and resold local exchange and exchange access telecommunications services in Tennessee. As described in the attached biographical information, Broadplex's management team has extensive management and business experience in telecommunications. The biographies in Exhibit C describe the extensive managerial experience of Broadplex's key employees, and Exhibit D is a list of Broadplex's Shareholders and Officers.

IV. PROPOSED SERVICE

1. Broadplex's Proposed Service Offerings: Broadplex seeks authority to provide a full array of facilities-based and resold local exchange and exchange access service, intraLATA service, and switched and special access telecommunications services, throughout the State of Tennessee. Initially, Broadplex will offer only high-speed DSL data services, for Internet access and business applications. Ultimately, Broadplex intends to offer a full range of services including voice service, exchange access, and related calling features, and Broadplex will file additional tariffs in the future as it expands its offerings to include such additional services. The TRA's rules (see 1220-4-8-.04(3)(b) require a telephone company to furnish certain services such as access to 911. Since Broadplex will initially offer only high-speed data services, it cannot offer

911 emergency service at this time. If and as Broadplex amends its tariffs to offer voice service, it will fully comply with all TRA rules related to the provision of voice service.

2. Proposed Service Area: Broadplex proposes to offer its services throughout the State of Tennessee in the service areas of Bell South, Sprint/United, and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. Broadplex has noticed all incumbent carriers of the filing of this Application. Broadplex initially intends to offer services in Johnson City, Kingsport and Bristol. Broadplex anticipates collocating DSLAMs and other related electronics equipment in the central offices of the ILECs.

V. PUBLIC INTEREST CONSIDERATIONS

The Tennessee Legislature, in its declaration of telecommunications services policy, has stated:

The General Assembly declares that the policy of this state is to foster the development of an efficient, technologically advanced, statewide system of telecommunications services by permitting competition in all telecommunications services markets, and by permitting alternative forms of regulation for telecommunications services and telecommunications services providers. To that end, the regulation of telecommunications services and telecommunications services providers shall protect the interests of consumers without unreasonable prejudice or disadvantage to any telecommunications services provider[.]

Grant of this Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers with access to new technologies and service choices and can permit customers to achieve increased efficiencies and cost savings. Authorizing Broadplex to provide local exchange telecommunications services will enhance

materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Broadplex, and indirectly, because Broadplex's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

VI. MISCELLANEOUS

1. Small and Minority-Owned Telecommunications Business Participation Plan (§65-5-212): Applicant has attached its Small and Minority Business Owned Telecommunication Business Participation Plan in compliance with T.C.A. § 65-5-212 as Exhibit E.

2. Toll Dialing Parity Plan: In as much as Broadplex will not initially offer voice services or exchange access, it does not currently have an intraLATA presubscription implementation plan. As Broadplex expands its offerings to include voice service and exchange access, it will comply with all applicable requirements.

3. Rural Telephone Companies and Telephone Cooperatives: Unless otherwise permitted by federal or state law, Applicant does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company that has a rural exemption under section 251(f) of the Telecommunications Act of 1996, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside

its service area existing as of June 6, 1995. Applicant also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Applicant reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

4. Mergers, Acquisitions, and Corporate Structure: Applicant has not been involved in any pertinent mergers or acquisitions.

5. Customer Deposits and Non-recurring Charges. Applicant does not routinely require customer deposits but may request them in certain circumstances. Applicant will state the terms, conditions, and amounts for such deposits in its tariffs, which it will submit for approval of the TRA. Applicant is not bonded for the amount of the deposits. Applicant may require certain non-recurring charges for initiating service. These charges will also be included in Applicant's tariffs.

VII. STATEMENT OF COMPLIANCE

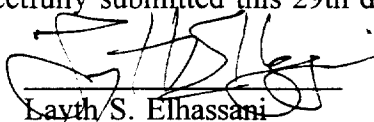
Broadplex agrees to abide by all applicable statutes and all applicable orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

VIII. CONCLUSION

Broadplex respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange and exchange access telecommunications

services on a facilities-based and resale basis throughout the State of Tennessee in the service areas of Bell South, GTE and Sprint, and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, Broadplex's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 29th day of February, 2000.



Layth S. Elhassani
Parker, Poe, Adams & Bernstein L.L.P.
First Union Capitol Center
150 Fayetteville Street Mall, Suite 1400
Raleigh, North Carolina 27602
via telephone: (919) 890-4176
via facsimile: (919) 834-4564



April Ingram
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
Nashville, Tennessee 37219
via telephone: (615) 244-2582
via facsimile: (615) 252-6360

Counsel for Broadplex LLC

NOTICE OF FILING

Broadplex LLC has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice and a copy of the Application has been served on the following persons via U.S. Mail this 3rd day of March, 2000:

Guy M. Hicks
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

T. G. Pappas, Esq.
Bass, Berry & Sims
2700 First American Center
313 Deaderick Street
Nashville, Tennessee 37238-2700

James B. Wright, Esq.
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone of Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782

5616 Main Street
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee
Citizens Telecommunications Company of the Volunteer State
Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552


TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034



April A. Ingram

EXHIBIT LIST

- | | |
|-----------|---|
| Exhibit A | Articles of Incorporation and Certificate of Existence |
| Exhibit B | Financial Statements |
| Exhibit C | Management Biographies |
| Exhibit D | Principal Officers and Controlling Stockholders |
| Exhibit E | Small and Minority-Owned Telecommunications Business Participation Plan |

EXHIBIT A

Articles of Incorporation and Certificate of Existence

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

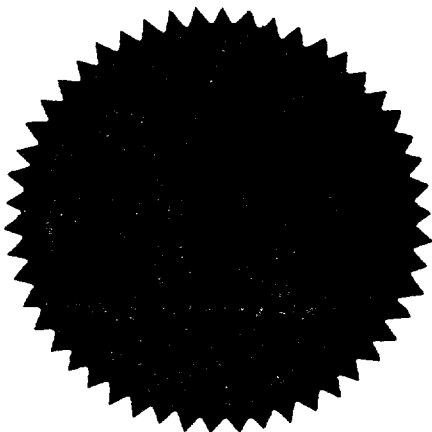
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

BROADPLEX, LLC

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 9th day of February, 2000.

Elaine F. Marshall

Secretary of State

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State of North Carolina
Department of the Secretary of State
Limited Liability Company
Articles of Organization

CORP ID # 0505098

FILED

10:25am

SEP 03 1999

Effective
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 57C-2-20 of the General Statutes of North Carolina, the undersigned hereby submits these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is Broadplex, LLC.
2. The latest date on which the limited liability company is to dissolve is December 31, 2050.
3. The name and address of the organizer executing these articles of organization is as follows:


Michael L. Ball
130 Mine Lake Ct., Suite 100
Raleigh, NC 27615

4. The street address and county of the initial registered office of the company, and its mailing address, is:

130 Mine Lake Ct., Suite 100
Raleigh, NC 27615
Wake County

5. The name of the initial registered agent is Michael L. Ball.
6. The company is a manager-managed LLC; except as provided by N.C.G.S. Sec. 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.
7. These articles will be effective upon filing.

This the 1st day of September, 1999.


Michael L. Ball, Organizer

STATE OF NORTH CAROLINA



Department of The
Secretary of State

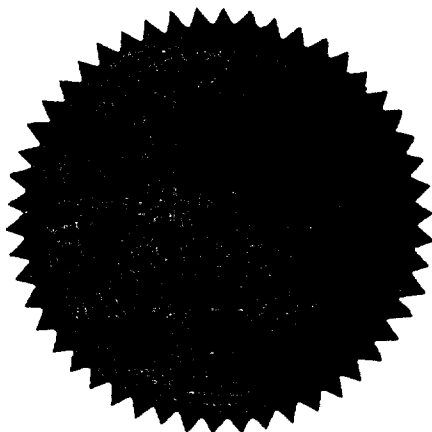
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina,
do hereby certify that

BROADPLEX, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 3rd day of September, 1999, with its period of duration ending DEC 2050.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 9th day of February,
2000.

Elaine F. Marshall

Secretary of State

EXHIBIT B

Financial Statements

**This Exhibit contains confidential and proprietary information
and is being filed separately under seal**

EXHIBIT C

Management Biographies

Technical and Managerial Qualifications

Outline of the telecommunications industry experience of management team and technical support staff:

Michael Ball, President, is a 13-year veteran of the telecommunications and Internet industries, and also has prior telecommunications-related experience as an attorney with the North Carolina Utilities Commission Public Staff from 1983 to 1986. In 1986 he joined Sprint Communications Company (now Sprint Corp.) in a regulatory capacity, and later directed the state regulatory representation for Sprint's long-distance operations in the Midwest, Southwest and Southern states. In 1990, he joined the Sprint marketing department, where he held a series of increasingly responsible marketing and management positions. Since 1995 he has worked with several start-up companies in the area of Internet and e-commerce services.

Dr. Rocco F. DiSanto, Chief Technical Officer, is a Duke-trained engineer with a substantial background in electrical engineering and network design and operations. As Vice President of Engineering and Systems for a North Carolina textile company in the 1980's he designed and implemented both computer systems and real-time network applications. In 1997, he founded EnterWeb LLC, a North Carolina Web and applications service company which provides Internet and systems/network integration services to business customers.

Jim Conner, Customer Technical Support, is an experienced systems and network administrator. His background includes customer and technical support positions at Earthlink as well as systems administration responsibilities with Disney in the Los Angeles area. Subsequently, he became network administrator for EnterWeb LLC in Morganton NC.

Non-telecommunications and general business management experience of the management team:

Michael Ball, President, is a former lawyer with substantial business law experience, as well as general business experience in the area of business acquisitions and strategic alliances.

Rocco DiSanto is a seasoned entrepreneur, with a variety of startups and general business experience in his background. After graduating from college, he founded and ran a sportswear import-export company that distributed US-made fashion sportswear in the European market. After graduation from dentistry school, he purchased and ran a profitable dentistry practice for several years before returning to the textile industry with Morganton Dyeing & Finishing in Morganton NC. He served in a technical and engineering management role with that company for several years and initiated the company's ventures in chemicals (subsequently sold to Borden) and hosiery. He subsequently became Chief Operating Officer for the company, where he remained until founding EnterWeb LLC in 1997.

EXHIBIT D

List of Principal Officers and Controlling Stockholders

The names and addresses of Broadplex's principal officers are as follows:

Michael L. Ball, President
Broadplex LLC
130 Mine Lake Ct., Se. 100
Raleigh, NC 27615

Dr. Rocco F. DiSanto, Chief Technical Officer
Broadplex LLC
130 Lake Mine Ct., Se. 100
Raleigh, NC 27615

The names and addresses of Broadplex's controlling stockholders are as follows:

Michael L. Ball
Same address as above

Dr. Rocco F. DiSanto
Same address as above

Dr. Gresham Orrison
601 N. Terrace Pl.
Morganton, NC 28655

Dr. David Paquette
9308 Crofton Springs Dr.
Charlotte, NC

Chuck Patton
Mimosa Investment Management
4400 Silas Creek Parkway, Suite 104
Winston-Salem, NC

EXHIBIT E

Small and Minority-Owned Telecommunications Business Participation Plan

**Small and Minority-Owned
Telecommunications Business
Participation Plan**

Pursuant to T.C.A. § 65-5-212, as amended, Broadplex LLC submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned business to provide goods and services to Telecommunications service providers. Broadplex is committed to the goals of Section 65-6-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Broadplex will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Broadplex will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Broadplex of such opportunities. Broadplex representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Broadplex will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Broadplex's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Broadplex's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Michael Ball
President
Broadplex LLC
130 Mine Lake Ct., Suite 100
Raleigh, North Carolina 27615

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such business to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within Broadplex and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance,

bonding, licensing, production and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Broadplex will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such business. In addition, Broadplex will maintain records of educational and training activities conducted or amended and of the internal procurement procedures adopted to support this Plan.

Broadplex will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Broadplex will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Broadplex LLC

By: _____

(Name / Title)

Dated